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Counsel for Law Debenture Trust Company of New York,
As successor Indenture Trustee and Property Trustee
for the 8.25% Junior Subordinated Note Due 2033
and the Adjustable Rate Junior Subordinated Note Due 2033

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
)	Case No. 05-44481 (RDD)
DELPHI CORPORATION, <u>et al.</u> ,)	(Jointly Administered)
)	
)	Bankruptcy Appeal
Debtors.)	
)	

**DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD
ON APPEAL AND STATEMENT OF ISSUES TO BE PRESENTED**

Pursuant to Federal Rule of Bankruptcy Procedure 8006, Law Debenture Trust Company of New York ("Law Debenture"), as appellant, hereby submits the following designation of items to be included in the record on appeal and statement of issues to be presented in connection with the Notice of Appeal, dated February 17, 2006, filed by

Law Debenture with the United States Bankruptcy Court for the Southern District of New York from the Order Denying Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors, entered on February 8, 2006, by the United States Bankruptcy Court for the Southern District of New York (Drain, J.).

Designation of Items to be Included in the Record on Appeal

1. Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on December 22, 2005, including Exhibits A through O. (Docket No. 1607)
2. Supplement to Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on December 27, 2005. (Docket No. 1626)
3. United States Trustee's Objection to Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on December 30, 2005. (Docket No. 1677)
4. Exhibit A to United States Trustee's Objection to Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on December 30, 2005. (Docket No. 1680)

5. Statement of Capital Research and Management Company in Response to Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on December 30, 2005. (Docket No. 1686)
6. Statement of Wilmington Trust Company, as Indenture Trustee, with respect to the Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on December 30, 2005. (Docket No. 1688)
7. Debtor's Objection to Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on December 30, 2005. (Docket No. 1690)
8. Objection of the Official Committee of Unsecured Creditors to Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors filed on January 2, 2006. (Docket No. 1692)
9. Order Denying Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors entered on February 8, 2006. (Docket No. 2199)
10. Transcript of Hearing on the Motion of Law Debenture Trust Company of New York Requesting an Order to Change the Membership of the Official Committee of Unsecured Creditors held on January 5, 2006.

Statement of Issues to be Presented

1. Did the Bankruptcy Court commit an error of law when it reviewed the United States Trustee's refusal to appoint Law Debenture to the Official Committee of Unsecured Creditors for abuse of discretion instead of *de novo*?
2. Did the Bankruptcy Court commit clear error when it determined that the Official Committee of Unsecured Creditors adequately represents the interests of the holders of the (a) 8.25% Junior Subordinated Note Due 2033 and (b) Adjustable Rate Junior Subordinated Note Due 2033 issued by Delphi Corporation and for which Law Debenture is the successor Indenture Trustee and Property Trustee?

Dated: February 22, 2006

Respectfully submitted,

BROWN RUDNICK BERLACK ISRAELS LLP

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Due 2033 and the Adjustable Rate Junior
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